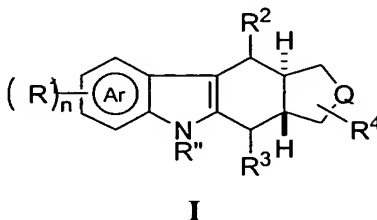


## WHAT IS CLAIMED IS:

1. A compound having the formula (I):

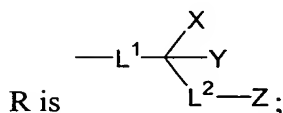


wherein



represents a single or fused aryl or heteroaryl ring;

Q is  $-N(R)-$  or  $-N(R)-(C_1-C_3)\text{alkylene}-$ ;



$L^1$  is a bond,  $(C_1-C_4)\text{alkylene}$ ,  $(C_1-C_4)\text{alkylenoxy}$  and  $(C_1-C_4)\text{alkylenamino}$ ;

$L^2$  is a bond,  $(C_1-C_4)\text{alkylene}$ ,  $(C_2-C_4)\text{alkenylene}$ ,  $(C_2-C_4)\text{alkynylene}$ ,  $(C_1-C_4)\text{alkylenoxy}$  or  $(C_1-C_4)\text{alkylenamino}$ ;

$R''$  is hydrogen or  $(C_1-C_8)\text{alkyl}$ ;

each  $R^1$  is independently selected from the group consisting of halogen,  $(C_1-C_8)\text{alkyl}$ ,  $(C_2-C_8)\text{alkenyl}$ ,  $(C_2-C_8)\text{alkynyl}$ , fluoro $(C_1-C_4)\text{alkyl}$ ,  $-OR^5$ ,  $-SR^5$ , fluoro $(C_1-C_4)\text{alkoxy}$ , aryl, aryl $(C_1-C_4)\text{alkyl}$ ,  $-NO_2$ ,  $-NR^5R^6$ ,  $-C(O)R^5$ ,  $-CO_2R^5$ ,  $-C(O)NR^5R^6$ ,  $-N(R^6)C(O)R^5$ ,  $-N(R^6)CO_2R^5$ ,  $-N(R^7)C(O)NR^5R^6$ ,  $-S(O)_mNR^5R^6$ ,  $-S(O)_mR^5$ ,  $-CN$  and  $-N(R^6)S(O)_mR^5$ ;

$R^2$  and  $R^3$  are independently selected from the group consisting of hydrogen, halogen,  $(C_1-C_8)\text{alkyl}$ ,  $(C_2-C_8)\text{alkenyl}$ ,  $(C_2-C_8)\text{alkynyl}$ , fluoro $(C_1-C_4)\text{alkyl}$ ,  $-OR^8$ ,  $-SR^8$ , fluoro $(C_1-C_4)\text{alkoxy}$ , aryl, aryl $(C_1-C_4)\text{alkyl}$ ,  $-NO_2$ ,  $-NR^8R^9$ ,  $=O$ ,  $-C(O)R^8$ ,  $-CO_2R^8$ ,  $-C(O)NR^8R^9$ ,  $-N(R^9)C(O)R^8$ ,  $-N(R^9)CO_2R^8$ ,  $-N(R^{10})C(O)NR^8R^9$ ,  $-S(O)_mNR^8R^9$ ,  $-S(O)_mR^8$ ,  $-CN$  and  $-N(R^9)S(O)_mR^8$ ;

$R^4$  is selected from the group consisting of hydrogen,  $-OR^{11}$ ,  $-C(O)R^{11}$ ,  $-CO_2R^{11}$ ,  $-C(O)NR^{11}R^{12}$ ,  $-CN$ ,  $(C_1-C_4)\text{alkyl}$  and aryl;


X and Y are independently selected from the group consisting of  $(C_1-$

26 C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, -CO<sub>2</sub>R<sup>13</sup> and -C(O)NR<sup>13</sup>R<sup>14</sup>;  
 27 optionally, X and Y may be combined to form a 3-, 4-, 5-, 6- or 7-  
 28 membered ring containing from 0 to 2 heteroatoms independently selected from the  
 29 group consisting of N, O and S;  
 30 Z is selected from the group consisting of -OR<sup>15</sup>, -NR<sup>15</sup>R<sup>16</sup>, -NR<sup>15</sup>R<sup>18</sup>,  
 31 -C(O)R<sup>15</sup>, -CO<sub>2</sub>R<sup>15</sup>, -R<sup>18</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -C(O)NR<sup>15</sup>R<sup>18</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>,  
 32 -SO<sub>2</sub>NR<sup>15</sup>R<sup>18</sup>, -NR<sup>16</sup>SO<sub>2</sub>R<sup>15</sup>, -N(R<sup>15</sup>)N(R<sup>16</sup>)SO<sub>2</sub>R<sup>17</sup>, -C(O)N(R<sup>16</sup>)OR<sup>15</sup>, hydroxy(C<sub>1</sub>-  
 33 C<sub>8</sub>)alkyl, fluoro(C<sub>1</sub>-C<sub>4</sub>)alkyl, heteroaryl, -C(=NOR<sup>15</sup>)NR<sup>16</sup>R<sup>17</sup>, -C(R<sup>16</sup>)=NOR<sup>15</sup>,  
 34 -NR<sup>16</sup>(OR<sup>15</sup>), -C(O)NR<sup>17</sup>C(O)NR<sup>15</sup>R<sup>16</sup>, -NR<sup>17</sup>C(O)NR<sup>16</sup>C(O)R<sup>15</sup> and  
 35 -NR<sup>17</sup>C(O)NR<sup>15</sup>R<sup>16</sup>;  
 36 R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, R<sup>11</sup>, R<sup>12</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup> and R<sup>17</sup> are  
 37 independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-  
 38 C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, cyclo(C<sub>3</sub>-C<sub>6</sub>)alkyl, fluoro(C<sub>1</sub>-C<sub>4</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>4</sub>)alkyl,  
 39 cyclohetero(C<sub>3</sub>-C<sub>6</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;  
 40 R<sup>18</sup> is a 5- or 6-membered ring containing from 0 to 4 heteroatoms  
 41 selected from the group consisting of N, O and S (*e.g.* tetrazole);  
 42 optionally, when two R groups selected from the group consisting of R<sup>5</sup>,  
 43 R<sup>6</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>11</sup>, R<sup>12</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup> and R<sup>17</sup> are attached to the same nitrogen atom,  
 44 the R groups may be combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing  
 45 the nitrogen atom and from 0 to 2 additional heteroatoms selected from the group  
 46 consisting of N, O and S;  
 47 the subscript m is 1 or 2; and  
 48 the subscript n is 0, 1 or 2.

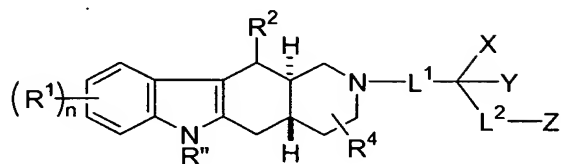
49 2. The compound of Claim 1 wherein  represents a benzene ring.

50 3. The compound of Claim 1 wherein Q is -N(R)-.

51 4. The compound of Claim 1 wherein R<sup>3</sup> is hydrogen or =O.

52 5. The compound of Claim 1 wherein  represents a benzene ring,  
 53 R'' is hydrogen and R<sup>3</sup> is hydrogen.

6. A compound having the formula (II):



II

or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof, wherein

$L^1$  is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkylene, (C<sub>1</sub>-C<sub>4</sub>)alkylenoxy or (C<sub>1</sub>-C<sub>4</sub>)alkylenamino;

$L^2$  is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkylene, (C<sub>2</sub>-C<sub>4</sub>)alkenylene, (C<sub>2</sub>-C<sub>4</sub>)alkynylene, (C<sub>1</sub>-C<sub>4</sub>)alkylenoxy or (C<sub>1</sub>-C<sub>4</sub>)alkylenamino;

$R''$  is hydrogen or (C<sub>1</sub>-C<sub>8</sub>)alkyl;

each  $R^1$  is independently selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, fluoro(C<sub>1</sub>-C<sub>4</sub>)alkyl, -OR<sup>5</sup>, -SR<sup>5</sup>, fluoro(C<sub>1</sub>-C<sub>4</sub>)alkoxy, aryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -NO<sub>2</sub>, -NR<sup>5</sup>R<sup>6</sup>, -C(O)R<sup>5</sup>, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>6</sup>, -N(R<sup>6</sup>)C(O)R<sup>5</sup>, -N(R<sup>6</sup>)CO<sub>2</sub>R<sup>5</sup>, -N(R<sup>7</sup>)C(O)NR<sup>5</sup>R<sup>6</sup>, -S(O)<sub>m</sub>NR<sup>5</sup>R<sup>6</sup>, -S(O)<sub>m</sub>R<sup>5</sup>, -CN and -N(R<sup>6</sup>)S(O)<sub>m</sub>R<sup>5</sup>;

$R^2$  is selected from the group consisting of hydrogen, halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, fluoro(C<sub>1</sub>-C<sub>4</sub>)alkyl, -OR<sup>8</sup>, -SR<sup>8</sup>, fluoro(C<sub>1</sub>-C<sub>4</sub>)alkoxy, aryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -NO<sub>2</sub>, -NR<sup>8</sup>R<sup>9</sup>, =O, -C(O)R<sup>8</sup>, -CO<sub>2</sub>R<sup>8</sup>, -C(O)NR<sup>8</sup>R<sup>9</sup>, -N(R<sup>9</sup>)C(O)R<sup>8</sup>, -N(R<sup>9</sup>)CO<sub>2</sub>R<sup>8</sup>, -N(R<sup>10</sup>)C(O)NR<sup>8</sup>R<sup>9</sup>, -S(O)<sub>m</sub>NR<sup>8</sup>R<sup>9</sup>, -S(O)<sub>m</sub>R<sup>8</sup>, -CN and -N(R<sup>9</sup>)S(O)<sub>m</sub>R<sup>8</sup>;

$R^4$  is selected from the group consisting of hydrogen, -OR<sup>11</sup>, -C(O)R<sup>11</sup>, -CO<sub>2</sub>R<sup>11</sup>, -C(O)NR<sup>11</sup>R<sup>12</sup>, -CN, (C<sub>1</sub>-C<sub>4</sub>)alkyl and aryl;

X and Y are independently selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, -CO<sub>2</sub>R<sup>13</sup> and -C(O)NR<sup>13</sup>R<sup>14</sup>;

optionally, X and Y may be combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of N, O and S;

Z is selected from the group consisting of -OR<sup>15</sup>, -NR<sup>15</sup>R<sup>16</sup>, -CO<sub>2</sub>R<sup>15</sup>, -R<sup>18</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -C(O)NR<sup>15</sup>R<sup>18</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>18</sup>, -NR<sup>16</sup>SO<sub>2</sub>R<sup>15</sup>, -N(R<sup>15</sup>)N(R<sup>16</sup>)SO<sub>2</sub>R<sup>17</sup>, -C(O)N(R<sup>16</sup>)OR<sup>15</sup>, fluoro(C<sub>1</sub>-C<sub>4</sub>)alkyl, heteroaryl, -C(=NOR<sup>15</sup>)NR<sup>16</sup>R<sup>17</sup>, -C(R<sup>16</sup>)=NOR<sup>15</sup>, -NR<sup>16</sup>(OR<sup>15</sup>), -C(O)NR<sup>17</sup>C(O)NR<sup>15</sup>R<sup>16</sup>,

84  $-NR^{17}C(O)NR^{16}C(O)R^{15}$  and  $-NR^{17}C(O)NR^{15}R^{16}$ ;  
85  $R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16}$  and  $R^{17}$  are  
86 independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-  
87 C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, fluoro(C<sub>1</sub>-C<sub>4</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>4</sub>)alkyl, aryl and aryl(C<sub>1</sub>-  
88 C<sub>4</sub>)alkyl;  
89  $R^{18}$  is a 5- or 6-membered ring containing from 1 to 3 heteroatoms  
90 selected from the group consisting of N, O and S;  
91 optionally, when two R groups selected from the group consisting of  $R^5$ ,  
92  $R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}$  and  $R^{18}$  are attached to the same  
93 nitrogen atom, the R groups may be combined to form a 3-, 4-, 5-, 6- or 7-membered  
94 ring containing the nitrogen atom and from 0 to 2 additional heteroatoms selected from  
95 the group consisting of N, O and S;  
96 the subscript m is 1 or 2; and  
97 the subscript n is 0, 1 or 2.

1 7. The compound of Claim 6, wherein  $R^4$  is hydrogen.

1 8. The compound of Claim 6, wherein  $R''$  is hydrogen.

1 9. The compound of Claim 8, wherein  $R^2$  is (C<sub>1</sub>-C<sub>4</sub>)alkyl or aryl.

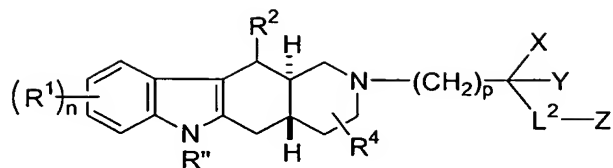
1 10. The compound of Claim 9, wherein  $R^1$  is independently selected  
2 from the group consisting of halogen, (C<sub>1</sub>-C<sub>4</sub>)alkyl, fluoro(C<sub>1</sub>-C<sub>4</sub>)alkyl,  $-OR^5$ ,  
3 fluoro(C<sub>1</sub>-C<sub>4</sub>)alkoxy,  $-CO_2R^5$ ,  $-S(O)_mNR^5R^6$ ,  $-S(O)_mR^5$  and  $-CN$ .

1 11. The compound of Claim 10, wherein  $R^1$  is halogen or fluoro(C<sub>1</sub>-  
2 C<sub>4</sub>)alkyl.

1 12. The compound of Claim 10, wherein n is 0 or 1.

1 13. The compound of Claim 12, wherein  $L^1$  is (C<sub>1</sub>-C<sub>4</sub>)alkylene.

1 14. The compound of Claim 13, having the formula (III):



**III**

wherein the subscript p is an integer of from 1 to 4.

**15.** The compound of Claim 13, wherein p is 1, 2 or 3.

**16.** The compound of Claim 15, wherein L<sup>2</sup> is a bond.

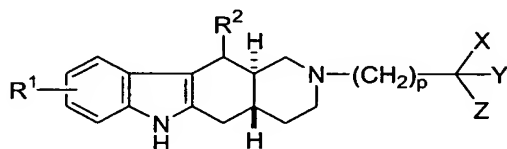
**17.** The compound of Claim 16, wherein Z is -CO<sub>2</sub>R<sup>15</sup> or -CO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>.

**18.** The compound of Claim 15, wherein X and Y are combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of O, N and S.

**19.** The compound of Claim 18, wherein X and Y are combined to form a 5- or 6-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of O, N and S.

**20.** The compound of Claim 19, wherein X and Y are combined to form a 5- or 6-membered ring containing 0 heteroatoms, 1 nitrogen atom or 1 oxygen atom.

**21.** The compound of Claim 6, having the formula (IV):



**IV**

wherein the subscript p is an integer of from 1 to 4.

**22.** The compound of Claim 21, wherein p is 1, 2 or 3.

**23.** The compound of Claim 22, wherein p is 2.

**24.** The compound of Claim 23, wherein Y is -CO<sub>2</sub>H.

1                   **25.** The compound of Claim 23, wherein X and Y are combined to form  
2 a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms selected from  
3 the group consisting of O, N and S.

1                   **26.** The compound of Claim 23, wherein X and Y are combined to form  
2 a 5- or 6-membered ring containing from 0 to 2 heteroatoms selected from the group  
3 consisting of O, N and S.

1                   **27.** The compound of Claim 23, wherein X and Y are combined to form  
2 a 5- or 6-membered ring containing 0 heteroatoms, 1 nitrogen atom or 1 oxygen atom.

1                   **28.** The compound of Claim 23, wherein X and Y are combined to form  
2 a 5- or 6-membered ring containing 0 heteroatoms, 1 nitrogen atom or 1 oxygen atom  
3 and Y is  $-\text{CO}_2\text{H}$ .

1                   **29.** The compound of Claim 23, wherein  $\text{R}^2$  is methyl.

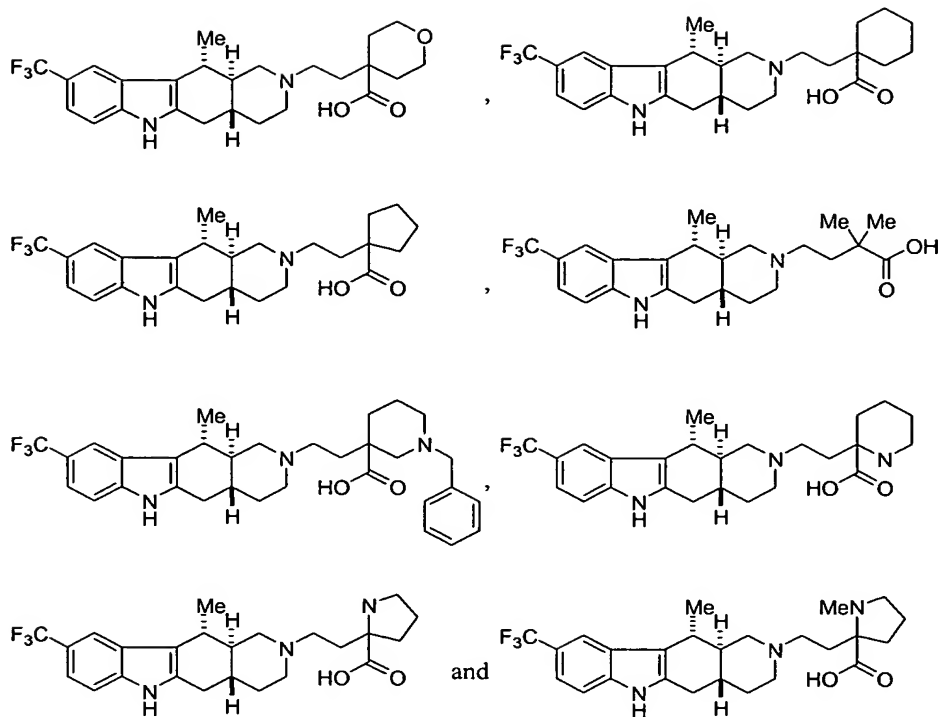
1                   **30.** The compound of Claim 23, wherein  $\text{R}^1$  is  $\text{CF}_3$ .

1                   **31.** The compound of Claim 30, wherein  $\text{R}^1$  is 9-trifluoromethyl.

1                   **32.** The compound of Claim 23, wherein  $\text{R}^1$  is  $\text{CF}_3$  and  $\text{R}^2$  is methyl.

1                   **33.** The compound of Claim 23, wherein  $\text{R}^1$  is  $\text{CF}_3$ ,  $\text{R}^2$  is methyl and Y  
2 is  $-\text{CO}_2\text{H}$ .

1                   **34.** The compound of Claim 33, wherein said compound is selected from  
2 the group consisting of the group consisting of:



**35.** A pharmaceutical composition comprising a pharmaceutically acceptable carrier or excipient and a compound of any one of Claims 1-34.

**36.** A method for treating a condition or disorder is selected from the group consisting of obesity, an eating disorder, an anxiety disorder and a mood disorder, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of Claim 1 or 6.

**37.** The method of Claim 36, wherein said compound condition or disorder is selected from the group consisting of obesity, anorexia nervosa, anxiety, panic disorder and obsessive-compulsive disorder and depression.

**38.** The method of Claim 36, wherein said compound is administered in combination with an anti-obesity agent, an antidepressant or an anxiolytic agent.

**39.** The method of Claim 36, wherein said compound is administered orally.

**40.** The method of Claim 36, wherein said compound is administered parenterally.

1                   **41.** The method of Claim 36, wherein said compound modulates MCHR.

1                   **42.** A method for modifying eating behavior, comprising administering  
2 to a subject in need thereof a therapeutically effective amount of a compound of Claim  
3 1 or 6.

1                   **43.** The method of Claim 42, wherein food intake is decreased.

1                   **44.** The method of Claim 42, wherein food intake is increased.

1                   **45.** A method for treating a condition or disorder mediated by MCHR,  
2 comprising administering to a subject in need thereof a therapeutically effective amount  
3 of a compound of Claim 1 or 6.

1                   **46.** The method of Claim 45, wherein said condition or disorder is  
2 selected from the group consisting of obesity, an eating disorder, an anxiety disorder  
3 and a mood disorder.

1                   **47.** The method of Claim 46, wherein said eating disorder is anorexia  
2 nervosa.

1                   **48.** The method of Claim 46, wherein said anxiety disorder is selected  
2 from the group consisting of anxiety, panic disorder and obsessive-compulsive  
3 disorder.

1                   **49.** The method of Claim 46, wherein said mood disorder is depression.

1                   **50.** A method for modulating MCHR, comprising contacting a cell with  
2 a compound of Claim 1 or 6.

1                   **51.** The method of Claim 50, wherein said compound is an MCHR  
2 antagonist.

1                   **52.** The method of Claim 50, wherein said compound is an MCHR  
2 agonist.